

EXHIBIT 1

**UNANIMOUS CONSENT
OF
THE BOARD OF DIRECTORS
OF
HIGHLAND CAPITAL MANAGEMENT SERVICES, INC.
IN LIEU OF AN ORGANIZATIONAL MEETING**

Pursuant to the provisions of General Corporation Law of Delaware, the undersigned, being the directors of Highland Capital Management Services, Inc., a Delaware corporation (the "Corporation"), sign this instrument in lieu of holding an organizational meeting of the board of directors, to evidence their consent to the resolutions set forth below, with the same force and effect as if said resolutions were adopted by unanimous vote at a duly called meeting of the board of directors.

CERTIFICATE OF INCORPORATION

WHEREAS, the Certificate of Incorporation of the Corporation was filed with the Secretary of the State of Delaware on December 19, 2000, and a duplicate original of the Articles of Incorporation have been returned to the Corporation by the Secretary of State; now, therefore, be it

RESOLVED, that the Certificate of Incorporation and the duplicate original of the Articles of Incorporation be inserted into the minute book of the Corporation.

CORPORATE RECORDS

RESOLVED, that the Corporation shall maintain, as part of its corporate records, a minute book that shall include, but that shall not be limited to, records of the Corporation's Articles of Incorporation and amendments thereto, its Bylaws and amendments thereto, minutes of all meetings of its directors, minutes of all meetings of its shareholders, the time and the place of each such meeting, whether the meeting was regular or special, the manner in which the meeting was authorized, the notice given, the names of those present or represented at the meeting and the proceedings of each meeting.

RESOLVED FURTHER, that the Secretary of the Corporation is directed to procure such a minute book and such other books and records as may be required by the Corporation.

ADOPTION OF BYLAWS

RESOLVED, that the form of Bylaws presented to the board of directors for review and attached hereto as Exhibit "A" be, and it hereby is, approved and adopted as the Bylaws of the Corporation;

RESOLVED FURTHER, that the Secretary of the Corporation is directed to certify a copy of these Bylaws and insert it in the minute book of the Corporation, and is further ordered to certify a copy of these Bylaws and maintain it in the principal office of the Corporation, open for inspection by the shareholders at all reasonable times during office hours.

ELECTION OF OFFICERS

RESOLVED, that the following named persons be, and they hereby are, elected to the offices set opposite their respective names, to serve until their successors are duly elected and qualified:

President: James D. Dondero
Secretary and Treasurer: Mark Okada

RESOLVED FURTHER, that the officers are empowered to carry out the day-to-day business of the Corporation, subject to the direction and control of the board of directors.

ADOPTION OF CORPORATE SEAL

RESOLVED, that the seal, an impression of which is shown below, be, and it hereby is, adopted as the corporate seal of the Corporation.

ADOPTION OF SHARE CERTIFICATES

RESOLVED, that the form of share certificate attached hereto as Exhibit "B" be, and it hereby is, approved and adopted as the form of share certificate representing the common stock (par value \$.01 per share) of the Corporation;

RESOLVED FURTHER, that the certificates shall be consecutively numbered, beginning with the number 001; that the certificates shall bear all legends required by law to be placed on the Corporation's share certificates; and that the certificates shall only be issued in the manner and upon the conditions set forth in the Bylaws.

LICENSES AND TAX PERMITS

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to obtain, in the name of the Corporation, such licenses and tax permits as may be required by any applicable federal, state, county or municipal governmental statute, ordinance or

regulation of the conduct of the business of the Corporation within any jurisdiction in which the Corporation shall have qualified to do business.

PAYMENT OF ORGANIZATION FEE

RESOLVED, that any officer is hereby authorized to pay all fees and expenses incident to and necessary for the organization of the Corporation.

AUTHORITY TO ISSUE SHARES OF COMMON STOCK

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, directed to prepare or cause to be prepared, and to execute, seal and issue certificates representing shares of the Corporation's common stock to the persons named below in the amount set forth opposite these names, in consideration of an aggregate of \$1,000.

<u>Shareholder</u>	<u>Shares</u>	<u>Consideration</u>
James D. Dondro	750	\$750
Mark Okada	250	\$250

RESOLVED FURTHER, that the board of directors acknowledges receipt of an aggregate of \$1,000 from such persons listed above as consideration for the issuance of the Corporation's shares of common stock.

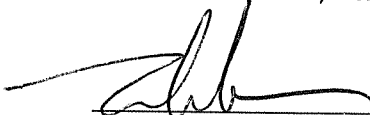
GENERAL AUTHORITY

RESOLVED, that the officers and directors of the Corporation be, and they hereby are, authorized to do any and all acts and things and to execute any and all agreements, consents and documents as in their opinion, or in the opinion of counsel to the Corporation, may be necessary or appropriate in order to carry out the purposes and intent of any of the foregoing resolutions.

EXECUTED by the board of directors of the Corporation effective as of the _____ day of December 2000.



James D. Dondero, Director



Mark Okada, Director